

**UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

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SALLY CANNON, On Behalf of Herself and All  
Others Similarly Situated,

Plaintiff,

v.

MBNA CORPORATION, PENSION & 401K  
PLAN COMMITTEE of MBNA CORPORATION,  
LANCE L. WEAVER, VERNON H.C. WRIGHT,  
RANDOLPH D. LERNER, BRUCE L.  
HAMMONDS, JAMES H. BERICK, BENJAMIN  
R. CIVILETTI, WILLIAM L. JEWS, STUART L.  
MARKOWITZ, WILLIAM B. MILSTEAD, JOHN  
COCHRAN, THOMAS G. MURDOUGH, Jr. and  
DWIGHT ASSET MANAGEMENT COMPANY,

Defendants.

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Case No. 05-429 (GMS)

**DECLARATION OF CHRISTOPHER J. KELLER IN SUPPORT OF MOTION FOR  
CONSOLIDATION AND APPOINTMENT OF INTERIM  
CLASS COUNSEL AND EXECUTIVE COMMITTEE**

Christopher J. Keller declares and states as follows:

1. I am a partner of the law firm of Goodkind Labaton Rudoff & Sucharow LLP ("Goodkind Labaton"). This declaration is in support of the motion of plaintiff Sally Cannon for an Order, pursuant to Federal Rule of Civil Procedure 42(a), consolidating this action with any subsequently-filed related ERISA cases filed in or removed or transferred to this Court, and, pursuant to Federal Rule of Civil Procedure 23(g), appointing of Wolf Haldenstein as interim class counsel, and the creation of an Executive Committee consisting of Wolf Haldenstein, Goodkind Labaton, and Gainey & McKenna.

# EXHIBIT A

The referenced Exhibit A is a copy of the Complaint in this action, *Cannon v. MBNA Corporation, et al.*, D.Del. C.A. No. 05-429 (GMS). That Complaint, filed on June 24, 2005, may be found at D.I. 1. It has been removed from this Declaration prior to filing in order to comply with Administrative Procedure (J)(2) within the Administrative Procedures Governing Filing And Service By Electronic Means, adopted by this District by Order of February 8, 2005. Said Procedure specifies as follows:

Users shall not attach as an exhibit any pleading or other paper already on file with the Court in that case, but shall merely refer to that document by file date and docket item number when applicable.

# **EXHIBIT B**

**RESUME OF**  
**GOODKIND LABATON RUDOFF & SUCHAROW LLP**

Goodkind Labaton Rudoff & Sucharow LLP ("GLR&S") is a firm consisting of over 50 lawyers and 10 paralegals with offices in New York and Florida. Formed in 1963, the firm is now in its forty-second year of practice. Since its inception, GLR&S has been engaged in major complex litigation throughout the country. GLR&S has successfully prosecuted and is presently actively prosecuting representative actions in the securities fraud, ERISA, product liability, consumer, and tort areas. GLR&S frequently serves as lead counsel or as a member of Plaintiffs' Executive Committee in major litigations. Such actions include those successfully brought against Prudential Securities Incorporated, PaineWebber Incorporated, New York Life Insurance Company, Spectrum Information, Dun & Bradstreet Corporation, General Motors Corporation, PepsiCo, Sambo's, NYC Housing Development Corporation, Equity Funding Corporation of America, Boeing Company, International Telephone & Telegraph Corporation, LTV Corporation, Financial Corporation of America, Petro-Lewis Corporation, Time Warner, Inc., Square D Corporation and Revlon Inc., among many others.

Goodkind Labaton served as lead counsel for the Connecticut Retirement Plans and Trust Funds in the *Waste Management* securities litigation, which resulted in a settlement of \$457 million in cash, one of the largest common-fund securities class action settlements ever achieved at the time. *See In re Waste Mgmt., Inc. Sec. Litig.*, 128 F. Supp. 2d 401, 432 (S.D. Tex. 2000) (stating that Goodkind Labaton "ha[s] been shown to be knowledgeable about and experienced in federal securities fraud class actions"). Goodkind Labaton has been appointed as lead or co-lead counsel in numerous other securities class actions brought after the enactment of the Private Securities Litigation Reform Act ("PSLRA"), including the following:

- *In re American International Group Securities Litigation*, No. 04-cv-8141(S.D.N.Y.) (representing Ohio State retirement funds);
- *In re St. Paul Travelers Securities Litigation*, 0:04-cv-3801 (D. Minn.) (representing New Mexico State retirement funds);
- *In re HealthSouth Corporation Securities Litigation*, 2:03-cv-01500 (N.D. Ala.) (representing New Mexico State retirement funds);
- *In re Bristol-Myers-Squibb Securities Litigation*, No. 00-1990 (D.N.J.) (representing Amalgamated Bank of New York);
- *In re Transaction Systems Architects, Inc. Securities Litigation*, No. 02-cv-00553 (D. Neb.) (representing the Genesee County Employees' Retirement System);
- *In re JDS Uniphase Corporation Securities Litigation*, Master File No. C 02-1486 CW (N.D. Cal.) (representing the Connecticut Retirement Plans and Trust Funds); and
- *In re Luxottica Group S.p.A. Securities Litigation*, No. CV 01-3285 (E.D.N.Y.) (representing a major New York investment partnership asserting claims under the Williams Act).

GLR&S is also currently serving as lead counsel or member of the executive committee of plaintiffs' counsel in actions brought by retirement plan beneficiaries under the Employment Retirement Income Security Act of 1974 ("ERISA"), including the cases: *In re aaiPharma Securities Litigation*, 7:04-cv-27 (E.D.N.C.), and *In re Marsh ERISA Litigation*, 1:04-cv-8157 (S.D.N.Y.).

Numerous courts have had occasion to comment upon the expertise and experience of the firm. GLR&S was co-lead counsel for plaintiffs in *In re Revlon Pension Plan Litigation*, 91 Civ. 4996 (JES), an action before Judge Sprizzo in the United States District Court for the Southern District of New York. Following Edward Labaton's presentation in support of

final approval of the settlement of the action, Judge Sprizzo, at page 6 of the transcript of July 8, 1994, complimented the work of Mr. Labaton and GLR&S, stating:

The recovery is all they could have gotten if they had been successful. I have probably never seen a better result for the class than you have gotten here. \* \* \* The case has been competently handled by both lawyers whom I know personally and I know their reputation in these cases. I have had no unnecessary proliferation of expenses. It has been a very well handled case from the beginning, with a minimum of judicial interference because the parties did not see fit to waste my time with such.

In his Findings and Conclusions on Award of Attorney's Fees and Expenses, entered May 18, 1994 (pp. 12-14) in *In re Prudential-Bache Energy Income Partnerships Securities Litigation*, MDL No. 888, an action in which Lawrence Sucharow of GLR&S served on the Executive Committee of Plaintiffs' counsel and which achieved a settlement of more than \$90 million, Judge Marcel Livaudais, Jr. of the United States District Court for the Eastern District of Louisiana observed that

Counsel were all experienced, possessed high professional reputations and were known for their abilities. Their cooperative effort in efficiently bringing this litigation to a successful conclusion is the best indicator of their experience and ability ....

The Executive Committee is comprised of law firms with national reputations in the prosecution of securities class action and derivative litigation. The biographical summaries submitted by each member of the Executive Committee attest to the accumulated experience and record of success these firms have compiled.

\* \* \*

Moreover ... all counsel have prosecuted the case in an efficient, cooperative and diligent manner, bringing the litigation to a swift and successful conclusion for the benefit of all members of the proposed class.

In approving the \$110 million partial settlement, in *In re Prudential Securities Incorporated Limited Partnerships Litigation*, MDL-1005(MP) (S.D.N.Y.), where GLR&S

served as the Chair of an eight-member Executive Committee, of which both Lawrence A. Sucharow and Joel H. Bernstein of GLR&S were members, Judge Milton Pollack, citing the “herculean” effort of plaintiffs’ counsel, stated:

But this case represents a unique recovery – a recovery that does honor to every one of the lawyers on your side of the case.

Transcript of Settlement Hearing, November 17, 1995, p. 138.

GLR&S was a lead attorney in an action against PaineWebber on behalf of clients who had been induced to invest in ill-conceived limited partnerships. In approving the advantageous settlement obtained for the class in *In re PaineWebber Limited Partnerships Litigation*, Master File 94 Civ. 8547 (SHS), Judge Sidney H. Stein, of the Southern District of New York stated, at page 11 of his March 27, 1998 Opinion and Order:

The Court, having had the opportunity to observe first hand the quality of Class Counsel’s representation during this litigation, finds that Class Counsel’s representation of the Class has been of high caliber in conferences, in oral arguments and in work product. In addition, few could blink at the substantial results achieved in this litigation for the Class, totaling an estimated \$200 million, plus interest.

Judge John S. Martin, Jr. of the Southern District of New York has also complimented GLR&S’s superb work. During the proceedings of November 7, 1997 in *Jolly v. Pittore*, 92 Civ. 3593 (JSM), Judge Martin expressed the view, at page 22 of the transcript, that not only was the fee being requested by GLR&S, the sole class counsel, “very reasonable and appropriate,” but that “class counsel has performed superbly in this case.”

In the decision of Judge Lasker in *Rosengarten v. International Telephone & Telegraph Corp.*, summarized at [1981 Transfer Binder] Fed. Sec. L. Rep. (CCH) ¶ 97,876 (S.D.N.Y. 1981), Judge Lasker says, with respect to the firm, “Counsel are attorneys of experience and of good repute in the fields of stockholder actions ...” and “they served the



corporation and its stockholders with professional competence as well as admirable diligence, imagination and tenacity". GLR&S's work also received favorable comment from Judge Haight in *Greene v. Emerson's Ltd.*, 86 F.R.D. 47, 62 (S.D.N.Y. 1981) (wherein the court had occasion to characterize the firm as "effective, vigorous and experienced in the field ..."). In his order in 1987 approving the settlement of a class action brought against Gambro AB (*Abbey v. Gambro AB*, 85 Civ. 1717(EW) (S.D.N.Y. 1987) the "*Gambro* action"), the late Judge Edward Weinfeld of the Southern District of New York commented favorably on the high quality of the work performed by GLR&S.

Similarly, in approving a settlement, which was arrived at after seven weeks of trial before a jury and resulted in a recovery of \$7 million on behalf of purchasers of stock of Sambo's Restaurants, Inc., Judge Whitman Knapp of the Southern District of New York characterized the work of GLR&S in that case as "spectacular." *Kreindler v. Sambo's Restaurants, Inc.*, 79 Civ. 4538(WK) (S.D.N.Y.). On the record of the public hearing on the proposed settlement in *Peter Stuyvesant, Ltd. v. Druz*, 89 Civ. 3611(MCG), held October 31, 1991, Judge Miriam Goldman Cedarbaum of the Southern District of New York took the occasion to compliment the work of both GLR&S and Edward Labaton, a partner of the firm, commenting "you have done a fine and effective job of representing the class here."

In *Park Lane Hosiery Co., Inc. v. Shore*, 439 U.S. 322 (1979), a class action, GLR&S succeeded in obtaining the landmark Supreme Court decision relating to the offensive use of the collateral estoppel. GLR&S obtained another landmark decision in the area of class actions in *Boeing Company v. Van Gemert*, 444 U.S. 472 (1980). GLR&S acted as lead counsel in the *General Motors Diesel Litigation*, 81 Civ. 1252(HB) (E.D.N.Y.), which was prosecuted on behalf of owners of certain diesel automobiles manufactured by General Motors Corporation.

That action resulted in a settlement of more than \$18 million, at the time, one of the largest settlements ever obtained in a consumer class action. As co-lead counsel in the class actions involving *Petro Lewis Corp.*, 84 Civ. 326 (D. Colo.), GLR&S succeeded in obtaining a settlement valued by the court at \$113.5 million. GLR&S also served as co-lead counsel in a class action brought on behalf of purchasers of the common stock of *PepsiCo, Inc.*, 82 Civ. 8403(ADS) (S.D.N.Y.). The class recovered \$21.5 million as a result of the vigorous prosecution of that action. In *Weckstein v. Breitbart*, Index No. 19639/83, GLR&S tried an action in the Supreme Court of the State of New York, County of New York, on behalf of limited partners alleging gross breaches of fiduciary duty by the general partner. After the trial, the court rendered a verdict removing the general partner, appointing a receiver and awarding damages of more than \$7.5 million. GLR&S chaired the Executive Committee of Plaintiffs' Counsel which prosecuted the *In re Todd Shipyards Securities Litigation*, Master File No. 88-2580(DRD) (D.N.J.), to a \$12.6 million settlement on behalf of the class.

In four recently settled actions, GLR&S undertook a lead role in obtaining benefits for class members of \$200 million (*In re PaineWebber Incorporated Limited Partnerships Litigation*, 94 Civ. 8547(SHS) (S.D.N.Y.) – member of six-lawyer executive committee); \$110 million partial settlement (*In re Prudential Securities Incorporated Limited Partnerships Litigation*, MDL-1005(MP) (S.D.N.Y.) – chairman of eight-lawyer executive committee); \$91 million (*In re Prudential Bache Energy Income Partnerships Securities Litigation*, MDL-888(ML) (D. La.) – member six-lawyer executive committee); and \$92 million (*Shea v. New York Life Insurance Company*, Civ. 96-0746 (S.D. Fla.) – Co-lead counsel).

GLR&S has discharged its responsibilities as lead and co-lead counsel in complex cases in an efficient, effective and cooperative manner. In *In re Energy Systems Equipment*

*Leasing Securities Litigation*, MDL-637(LDW) (E.D.N.Y.), a multi-faceted, multi-district litigation in which GLR&S acted as co-lead counsel for the plaintiffs, Judge Wexler of the Eastern District of New York, complimented the firm for the efficient manner in which the complex litigation proceeded and cited the cooperation and efficiency of plaintiffs' counsel as an example to be emulated by counsel in other actions.

Among the attorneys at GLR&S who are involved in the prosecution of this action are Lynda J. Grant, Christopher J. Keller and Shelley Thompson. A short description of the qualifications and accomplishments of each follows.

**Lynda Jacobs Grant** graduated from Cornell Law School and has been admitted to practice in the Southern and Eastern Districts of New York since 1983. During her first few years of practice, Ms. Grant specialized in defending securities class actions. Since joining GLR&S over 16 years ago, however, Ms. Grant has focused solely on developing and prosecuting fraud and other class actions on behalf of shareholders and investors.

Early in her GLR&S career, Ms. Grant helped prosecute some the firm's then most significant securities fraud cases. Subsequently, Ms. Grant substantially developed the firm's practice of defending limited partners and investors in real estate investment trusts, particularly where they were the targets of unfair and inadequate tender offers by general partners. To that end, Ms. Grant acted as lead or co-lead counsel in a number of significant cases. She obtained a preliminary injunction after trial stopping a \$160 million defensive recapitalization of a public limited partnership in *Carlstrom v. Arvida/JMB, Managers, Inc.*, No. 96 CH 6627 (Cir. Ct. Order dated Dec. 13, 1996). This successful injunction eventually led to a settlement providing a benefit of approximately \$30 million to investors. Ms. Grant commenced *In re Real Estate Associates Limited Partnership Litigation*, Case No. 98-7035 (C.D. Cal.), an

action on behalf of limited partners in a series of limited partnerships controlled by Alan Casden, which was recently litigated to a \$184 million jury verdict by a trial team spearheaded by partner Lawrence A. Sucharow.

In mid-September 2003, Ms. Grant was part of a trial team litigating the action *Gelfman v. Weeden Investors, L.P.* before Vice Chancellor Leo E. Strine, Jr., in the Chancery Court for the State of Delaware. That action seeks the recovery of approximately \$30,000,000 on behalf of former employees and outside investors who are presently being forced to relinquish their limited partnership units.

Ms. Grant is presently the primary litigating attorney on GLR&S' largest non-contingent fraud action on behalf of a multi-billion dollar hedge fund against KPMG Peat Marwick, LLP. She is also actively involved in developing the firm's practice of representing institutional shareholders, public pension funds, and private funds. In that regard, Ms. Grant has represented the firm at a number of investor conferences, including those hosted by the National Association of State Treasurers and the Opal Financial Group.

**Christopher J. Keller** received a B.A. degree from Adelphi University in 1993 and received his J.D. from St. John's University School of Law in 1997. He is admitted to the New York bar and the Southern and Eastern Districts of New York. Mr. Keller joined the firm as an associate in 2000. His practice includes the representation of clients in securities class actions, with a focus on protecting investors in limited partnerships, and the full range of consumer related suits.

Mr. Keller is an active member of the bar, with memberships in several professional groups including the New York State Bar Association and the New York County Lawyers' Association.

*Shelley Thompson* has been representing plaintiffs in securities and antitrust cases for more than four years. She joined the Case Development Group at GLR&S in 2004. In that position, she is actively involved in analyzing and researching the potential liability of issuer companies, their officers and directors, and third-party defendants on behalf of individual and institutional investors, as well as beneficiaries of retirement plans. Shelley has worked on initiating several of the firm's securities-related cases, including suits against American International Group, Inc. (AIG), The St. Paul Travelers Companies Inc., R&G Financial Corporation, Marsh & McLennan Companies Inc., Federal National Mortgage Association ("Fannie Mae"), and HealthSouth Corporation.

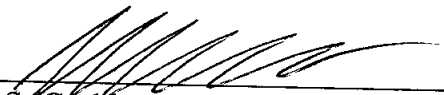
Shelley is admitted in state and federal courts in New York and New Jersey. She is a member of the American Bar Association and the New York State Bar Association. She received her Bachelors degree in Political Science from the University of Colorado and her *Juris Doctor* and Masters of Arts in International Affairs from American University. While in law school, she served as a student attorney in the International Human Rights Law Clinic and completed an internship on the United States Court of Appeals for the Fourth Circuit. Prior to law school, Shelley was the Director of Investor Relations for a company whose stock traded on U.S. and international exchanges.

### **CERTIFICATE OF SERVICE**

I hereby certify that on September 14, 2005, I electronically the foregoing document using CM/ECF, which will send notification of such filing to the following:

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